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15 UNITED STATES BANKRUPTCY COURT
 16
 17 EASTERN DISTRICT OF CALIFORNIA
 18
 19 SACRAMENTO DIVISION

20 In re:

21 CASE NO. 12-37961-B-11

22 ZACKY FARMS, LLC, a
 23 California limited liability
 24 company,

25 DCN: FWP-20

26 [No Hearing Requested or Required]

27 Debtor-In-Possession.
 28

1 ORDER PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY
 2 CODE AUTHORIZING THE DEBTOR TO RETAIN AND EMPLOY
 3 KING & SPALDING LLP AS SPECIAL TRANSACTIONS COUNSEL

4 Upon consideration of the amended application (the “Amended Application”)¹ of
 5 Zacky Farms, LLC, as debtor and debtor in possession in the above-captioned chapter 11 case
 6 (the “Debtor”), for entry of an order, pursuant to section 327(e) of the Bankruptcy Code,
 7 Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Debtor to retain and employ King
 8 & Spalding to serve as the Debtor’s special counsel for complex transactions and related matters
 9 retroactive to November 28, 2012, and to compensate King & Spalding pursuant to sections 330
 10 and 331 of the Bankruptcy Code; and upon the Ferdinands Declaration in support thereof; and the
 11 Court having found that it has jurisdiction to consider this Amended Application pursuant to 28

1 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them
 2 in the Amended Application.

1 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the
 2 Amended Application in this district is proper pursuant to 28 U.S.C §§ 1408 and 1409; and the
 3 Court having found that the relief requested in the Amended Application is in the best interests of
 4 Debtor's estate, its creditors, and other parties in interest; and notice of the Amended Application
 5 and the opportunity for a hearing on the Amended Application was appropriate under the
 6 particular circumstances; and the Court having reviewed the Amended Application and the
 7 Ferdinands Declaration and having considered the relief requested in the Amended Application;
 8 and the Court having determined that the legal and factual bases set forth in the Amended
 9 Application and the Ferdinands Declaration establish just cause for the relief granted herein; and
 10 upon all of the proceedings had before the Court; and after due deliberation and sufficient cause
 11 appearing therefor,

12 **IT IS HEREBY ORDERED:**

13 1. The Amended Application is granted as set forth below.

14 2. In accordance with section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014
 15 and Local Rule 2014-1, the Debtor is authorized to employ and retain King & Spalding as special
 16 counsel to the Debtor effective as of November 28, 2012, as special transactions counsel.

17 3. King & Spalding is authorized to render such legal services to the Debtor as its
 18 management and King & Spalding deem appropriate and feasible relating to the following:

19 a. advising the Debtor with respect to the marketing of the Debtor's assets for
 20 sale;

21 b. advising the Debtor with respect to the due diligence process for potential
 22 purchasers of the Debtor's assets, including, without limitation, assisting
 23 the Debtor in its efforts to compile information and data related to such due
 24 diligence process;

25 c. advising the Debtor with respect to any legal issues that may arise in
 26 connection with the sale process, including, without limitation, antitrust,
 27 environmental, intellectual property, real estate, labor and employee
 28 benefits issues;

29 d. working with FFWP in preparing for and conducting an auction whereby
 30 substantially all of the assets of the Debtor will be sold to the highest or
 31 otherwise best bidder;

- 1 e. working with FFWP in seeking and obtaining Court approval of such sale,
2 including, without limitation, drafting, filing and prosecuting all pleadings
related thereto;
- 3 f. drafting and negotiating all documents relating to the sale of the Debtor's
4 assets, including, without limitation, one or more definitive asset purchase
agreements resulting from the sale process;
- 5 g. coordinating the closing of the sale of substantially all of the Debtor's
6 assets (and the transactions related thereto);
- 7 h. advising the Debtor with respect to post-closing issues arising from or
8 relating to the sale of substantially all of the Debtor's assets (or any
transaction resulting therefrom); and
- 9 i. advising the Debtor with respect to such other matters arising (directly or
10 indirectly) from or relating to the sale process and/or any transaction
arising therefrom.

11 4. King & Spalding shall be compensated in accordance with the terms set forth in
12 the Amended Application, and subject to sections 330 and 331 of the Bankruptcy Code, the
13 Bankruptcy Rules, the Local Rules, any guidelines promulgated by the office of the United States
14 Trustee, and the Court's order (Dkt. No. 288) establishing fee application procedures for
15 professionals retained pursuant to section 327 of the Bankruptcy Code.

16 5. The Court shall have jurisdiction over any controversy arising from or related to
17 the Amended Application or King & Spalding's retention in the Debtor's chapter 11 case.

18 6. The Debtor is authorized and empowered to take all actions necessary to
19 implement the relief granted in this Order.

20 7. The terms and conditions of this Order shall be immediately effective and
21 enforceable upon its entry.

22 8. This Court shall retain jurisdiction with respect to all matters arising from or
23 relating to the interpretation or implementation of this Order.

24 Dated: January 17, 2013
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26 
27 Thomas C. Holman
28 United States Bankruptcy Judge